

Company number 01129885

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

F Smales & Son (Fish Merchants) Limited ("Company")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose the following special resolutions:

SPECIAL RESOLUTIONS

1. That the existing 70,000 Ordinary Shares of £1 each in the capital of the Company registered in the names of Benjamin Smales, Sheilagh Smales, Fiona Smales and Alexander Smales be and are hereby converted into and redesignated as 70,000 A Ordinary Shares of £1 each in the capital of the Company all such shares having the respective rights and being subject to the respective restrictions set out in the Articles of Association of the Company as proposed be amended by the Special Resolution numbered 2 below.
2. That the Articles of Association of the Company be and are hereby amended in the manner specified in the appendix to this Special Resolution which appendix forms part of this Special Resolution.

Please read the notes at the end of this document before signifying your agreement to any of the resolutions.

Dated: 06.11.2009



AGREEMENT

Each of the undersigned, being a person entitled to vote on the above resolutions on the first date on which those written resolutions is sent or submitted to members of the Company, hereby irrevocably agrees to those resolutions as indicated above:

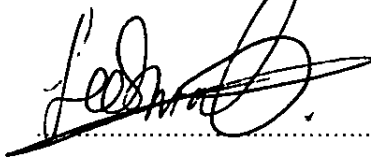
Signed by Colin Smales

 (Signature)

Date

6 - 11 - 09

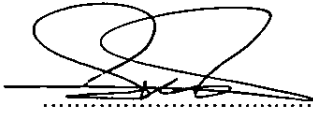
Signed by Lee Smales

 (Signature)

Date

6 - 11 - 09


Signed by Simon Smales

 (Signature)

Date

6 - 11 - 09

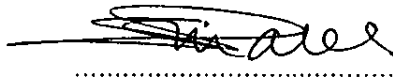
Signed by Benjamin Smales

 (Signature)

Date

6 - 11 - 09

Signed by Sheilagh Smales

 (Signature)

Date

6 - 11 - 09


Signed by Fiona Smales

 (Signature)

Date

6 - 11 - 09

Signed by Alexander Smales

 (Signature)

Date

6 - 11 - 09

NOTES

1. These written resolutions are first sent or submitted to members of the Company on 06.11.2009 ("the circulation date").
2. To signify agreement to these written resolutions a member shall sign and date this document and return it to the Company within 28 days of the circulation date using one of the following methods:
 - **By Hand:** delivering the signed copy to the Company Secretary, F Smales & Son (Fish Merchants) Limited, 30 west Dock Street, Hull, HU3 4HL.
 - **Post:** returning the signed copy by post to Company Secretary, F Smales & Son (Fish Merchants) Limited, 30 West Dock Street, Hull, HU3 4HL.
3. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
4. This written resolution will lapse if it is not passed before the end of the period of 28 days beginning with the circulation date. A member who signs this written resolution and returns it to the Company after the expiry of that period will not be regarded as signifying his agreement to this written resolution.
5. This written resolution will be passed once members representing at least 75% of the total voting rights of the members who would have been entitled to vote on the resolution on the circulation date have signified their agreement to it.

APPENDIX

Amendments to the Articles of Association

Articles 15 and 16 of the Articles be removed and replaced by the following:

15. The share capital of the Company is £500,000 which shall comprise five hundred thousand (500,000) Ordinary Shares of which four hundred and thirty thousand (430,000) shall be Ordinary Shares and seventy thousand (70,000) shall be A Ordinary Shares.
- 16.1 The Ordinary Shares and the A Ordinary Shares shall constitute different classes of shares but shall otherwise rank *pari passu* and have the same rights and obligations, save as set out in this Article 16.
- 16.2
 - 16.2.1 In this Article the expression '3G dividend' shall mean an interim dividend which shall be satisfied by the transfer by the Company of the whole of the Company's holding of shares in 3G Food Service Limited by way of a dividend in specie;
 - 16.2.2 The 3G dividend shall be payable to the A Ordinary shareholders pro rata to their respective holdings of A Ordinary Shares;
 - 16.2.3 Following declaration and satisfaction of the 3G dividend the A Ordinary Shares shall carry no voting rights at meetings of the Company and shall not be entitled to receive any further dividends or distributions;
 - 16.2.4 Following declaration and satisfaction of the 3G dividend on a winding-up of the Company each A Ordinary Share shall be entitled to receive 0.0001p on a distribution on winding-up; and
 - 16.2.5 The rights attaching to the Ordinary Shares shall not be affected by this Article.
- 16.3 On a winding-up the remaining Ordinary Shares shall participate fully and shall each rank *pari passu* with all other Ordinary Shares (other than A Ordinary Shares).
17. Subject to the provisions of the Companies Act 2006 the Company may purchase its own shares (including any redeemable shares) and make a payment in respect of the redemption or purchase of its own shares whether out of distributable profits of the Company or the proceeds of a fresh issue of shares or otherwise.

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